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February 21, 1978

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Release, Satisfaction and Termination
of Indenture of Lion Oil Company,
Recordation No. 7086

Dear Sir:

Attached to this letter are the original and two executed counterparts of a Release, Satisfaction and Termination which we submit for filing and recordation. The undersigned is an executive officer of Tosco Corporation and as such has knowledge of the matters set forth below.

The attached document was executed by The Bank of New York, a New York corporation having its principal corporate trust office at 90 Washington Street, New York, New York, and Sheldon Harrison of 253-07 147th Drive, Rosedale, New York, New York, as trustees under an Indenture of Mortgage and Deed of Trust ("the Indenture") dated as of March 15, 1973. The Indenture was executed by Lion Oil Company, a Delaware corporation having its principal executive office at 680 Fifth Avenue, New York, New York, to secure certain bonds limited to the aggregate principal amount of \$15,000,000, as well as the interest and premium, if any, thereon. The indenture designated The Equitable Life Assurance Society of the United States, 1285 Avenue of the Americas, New York, New York, as initial owner or holder of the bonds. The Indenture was filed and recorded with the Interstate Commerce Commission on June 29, 1973, at 12:35 p.m. under recordation number 7086.

Included in the property covered by the Indenture were certain tank cars, vehicles and other property, or interests therein, used or intended for use in connection with interstate commerce, and owned by Lion Oil Company at the date of the Indenture or thereafter acquired by it or its successors.

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The purpose of the attached Release, Satisfaction and Termination is to evidence that the Indenture and the bonds for which it was security have been fully paid and satisfied and that the trustees no longer claim any interests thereunder. The document also evidences that the trustees have released Lion Oil Company and its successor by merger, Tosco Corporation, a Nevada corporation having its principal executive office at 10100 Santa Monica Boulevard, Los Angeles, California, from all claims arising from or relating to the Indenture, and that the trustees have consented that the Indenture and any secured interest thereunder be discharged of record.

We request that you file and record the two counterparts of the attached document. We also request that you stamp your filing data on the original and return it to the representative of the law firm of Stroock & Stroock & Lavan, 1150 17th Street, N.W., Washington, D. C., who shall personally present the attached document for filing. Also attached is a check in the amount of \$10.00 in payment of your filing fee.

Very sincerely yours,

TOSCO CORPORATION

By: 

Its: Vice President

Enclosure

1197
RECORDATION NO. 7089-A Filed & Recorded

SEP 17 1974 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE
DATED THIS 12th DAY OF August, 1974
("LEASE") BETWEEN
UNITED STATES RAILWAY LEASING COMPANY ("UNITED")
AND LOUISVILLE, NEW ALBANY AND
CORYDON R.R. COMPANY

RECITALS

United and Lessee have heretofore entered into a Lease dated January 16, 1973 ("Lease"), recorded with the Interstate Commerce Commission as Recordation No. 7089, providing for the lease by United to Lessee of 100 new 52'5" insulated box cars, equipped with dual air pak, 20" cushioned underframe and 16' door opening per car side (2 8' plug doors) (the "Cars"). Lessee wishes to terminate the Lease with respect to 30 of the Cars and United is agreeable thereto, all upon the terms and conditions hereinafter provided.

AGREEMENT

1. Exhibit "A" is amended by deleting therefrom the following: "(100) one hundred" and "LNAC 5100 - 5199, inclusive" and substituting therefor "(70) seventy" and "LNAC 5100 - 5169, both inclusive" respectively.
2. Lessee agrees to return, and pay all sums due or which may become due on account of, the Cars bearing car reporting marks LNAC 5170 - 5199, both inclusive, all as provided in Paragraph 18 of the Lease.
3. All the remaining terms and conditions remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

LOUISVILLE, NEW ALBANY AND CORYDON RR COMPANY

By: Walter Paulman
Vice President

ATTEST:

James R. Beckman
Secretary

UNITED STATES RAILWAY LEASING COMPANY

By: C. Richard Barney
Vice President

ATTEST:

C. R. Pleak
asst. Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 15th day of August, 1974, before me personally appeared Richard Barney to me personally known, who being by me duly sworn says that he is Pres President of the United States Railway Leasing Company, and Paul R. Leak, to me personally known to be the assist Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: June 11, 1974

STATE OF Indiana)
) SS:
COUNTY OF Harrison)

On this 8th day of August, 1974, before me personally appeared Wm Buchanan, to me personally known, who being by me duly sworn, says that he is President of L.V.A. & C. RR. Co. and Maura Buchanan, to me personally known to be the Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: June 29, 1978